



# Women's Transportation Seminar International Bylaws

*WTS Membership Approval Date*

**May 16, 2022**

**Women's Transportation Seminar  
International Bylaws**

**ARTICLE I. Name**

The name of the Corporation is Women's Transportation Seminar (WTS).

**ARTICLE II. Location**

The principal office of the Corporation is located in the metropolitan area of the District of Columbia.

**ARTICLE III. Purpose**

Section 1. Purpose. The vision of the Corporation is equity and access for women in transportation. The mission of the Corporation is to attract, sustain, connect and advance women's career to strengthen the transportation industry. The objectives of the Corporation are to be served and accomplished through programs, services, scholarships, and other stimulating activities that will support the mission of the organization. All policies and activities of the Corporation shall be consistent with applicable federal, state and local laws and legal requirements and applicable tax exemption requirements, including the requirement that the Corporation not be organized for profit and that no part of its net earnings inure to the benefit of any private individual.

**ARTICLE IV. WTS Foundation.**

The WTS Foundation (WTSF) is the entity that supports charitable activities across the WTS organization by providing scholarships to individuals for education purposes in support of advancing the transportation industry. WTSF provides, promotes and enhances access to educational and scholarship opportunities to students of all ages. The Corporation Board appoints the members of the WTS Foundation Board. Two elected members of the Corporation Board may sit on the WTSF Board. There are four WTS committees with joint membership from the Corporation and WTSF which include the Audit, Equity|Diversity|Inclusion, Development and Governance committees. The WTS and WTSF obtain an audited consolidated financial statement every year.

**ARTICLE V. Membership**

Section 1. Eligibility. Membership is open to persons having a professional interest in the field of transportation, in alignment with the Corporation's Codes of Ethics and Conduct.

Section 2. Dues. Members shall be admitted and shall be eligible to vote upon payment of all fees and dues as may be required by these bylaws or the Board of Directors. The amount of such dues shall be determined periodically by the Board of Directors and assessed upon each member. The provisions of these bylaws regarding dues shall supersede the provisions of any

chapter bylaws regarding dues.

Section 3. Categories. The Board of Directors shall establish appropriate categories of membership and set dues and fees appropriate to each category of international membership as well as for chapter membership. The Board will establish policies for the benefits conferred with membership and the obligations of members to remain in good standing.

Section 4. Chapters. Membership in WTS includes membership in all chapters of WTS, in accordance with the membership policies set by the Board of Directors. Chapters shall not establish categories of membership or initiate membership with individuals separate from WTS membership.

## **ARTICLE VI. Meetings of the Membership**

Section 1. Annual Meeting. An annual meeting of the members shall normally be held for the purpose of presenting reports of activities of the Corporation. The day, time and place fixed for the Annual Meeting will be designated by the Board of Directors.

Section 2. Special Meetings. Special meetings of the members may be called by the Chair, the Board of Directors, or not less than one-tenth (1/10) of the members having voting rights. No business may be introduced for vote at a special meeting that was not included in the notice for the meeting.

Section 3. Notice. Written notice stating the place, day, hour, and purpose of any meeting of membership shall be delivered personally, by electronic communications or by mail to each member entitled to vote at such meeting, not less than ten (10) nor more than sixty (60) days before the date of such meeting. Such notice shall be delivered by electronic communications if authorized by the member. Such authorization shall remain valid as long as the member remains a member unless the member revokes such authorization by written notice to the Secretary of the Board.

Section 4. Quorum. One hundred (100) members present in person (including electronic or telephonic participation) at any meeting shall constitute a quorum at a meeting of the members. If a quorum is not present at any meeting of the members, a majority of the members present may adjourn the meeting to another date.

Section 5. Voting and Manner of Acting. Voting on all matters by members shall be normally conducted by electronic ballot. If a member prefers not to receive a ballot by electronic communications, such member must submit a written request to the Secretary of the Board at the time such member pays the annual dues for such ballot to be sent to that member by mail. If a vote is to take place at a meeting, members may vote in person at the meeting, or electronic communications. Action may also be taken by ballot without a meeting if the Corporation delivers a ballot to every member entitled to vote on the matter in accordance with District of Columbia Code section 29-405.09. The act of a majority of the voting members via ballot or present at a meeting, at which a quorum is present, shall be the act of the members for all

matters voted upon by the voting members, unless the act of a greater number is required by the Act, these Bylaws or the Articles of Incorporation.

Section 6. Location. The Annual Meeting and any special meeting of the Members does not need to be held at a geographic location if the meeting is held by means of the Internet or other electronic communications technology in a fashion pursuant to which the members have the opportunity to read or hear the proceedings substantially concurrently with their occurrence, vote on matters submitted to the members, pose questions, and make comments.

## **ARTICLE VII. Board of Directors**

Section 1. Authority. The governing body of the Corporation is the Board of Directors (Board), who is vested with the authority and has ultimate oversight responsibility for the management, supervision, control, direction, and financial affairs of the Corporation. The Board determines the vision and mission of WTS; approves the organization's strategy; approves the annual financial goals, funding plans and budgets; approves major policies; designates and appoints committees; selects, evaluates, compensates and oversees the President/CEO; supports the President/CEO in leading and managing the organization; ensures adequate resources are allocated to support the strategic plan goals; determines, monitors and strengthens the association's programs and services; enhances the association's public standing and image; ensures legal and ethical integrity and accountability of the organization; recruits and orients new members for the board; assesses board performance; and facilitates the growth and development of Chapters.

Section 2. Composition. The Board of Directors of the Corporation shall be the Chair, Vice Chair, Secretary, and Treasurer, the Immediate Past Chair, and a minimum of six (6) Directors at large and not to exceed eight (8) Directors at large. Two elected corporate Board members may be appointed by the WTS Board to also serve on the WTS Foundation Board during their term of service.

Section 3. Duties. Members of the Board will serve on committees, task forces and perform special assignments; participate in association meetings, events and programs; be informed about the organization's mission, services, policies and programs; and serve as liaisons to Region Councils to enhance the relationship among all WTS Chapters.

Section 4. Quorum and Manner of Acting. A majority of the voting members of the Board of Directors in attendance at any meeting shall constitute a quorum. If less than a majority of the Board of Directors is present at said meeting, a majority of the Board of Directors present may adjourn the meeting. The act of a majority of the Board of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these bylaws. Meetings of the Board shall be conducted as in-person or by any means of communications pursuant to which the members of the Board of Directors may simultaneously hear each other during the meeting. A member of the Board participating in a meeting by this means shall be considered to be present in person at the meeting. Except to the extent that the Articles of Incorporation or these Bylaws require that

action by the Board of Directors be taken at a meeting, any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if a unanimous written consent which sets forth the action is signed by each Board member and filed with the minutes of proceedings of the Board. A consent sent by a Board member via electronic transmission shall have the same effect as a written consent.

Section 5. Vacancies. Any vacancy occurring in the Board of Directors due to resignation, incapacitation, removal, disqualification, or otherwise, shall be filled by appointment by the Board of Directors after review by the Nominations Committee, except a vacancy in the position of Chair shall be filled by the Vice Chair. A person appointed to fill a vacancy shall be appointed for the predecessor's unexpired term in the office. The person filling a midterm vacancy in a Director at Large position may serve a maximum of two (2) terms consecutively in that position. Serving the midterm Director at Large position constitutes one term, if the person serves at least half of the unexpired term. The person filling the midterm vacancy in an Officer position may serve a maximum of one (1) term in that position. Serving the midterm Officer position constitutes one term, if the person serves at least half of the unexpired term.

Section 6. Removal. Any member of the Board of Directors, including any Officer, may be removed by a two-thirds (2/3) vote of the members of the Board whenever it is judged the best interest of the Corporation would be served thereby.

Section 7. Compensation. Any member of the Board of Directors shall not receive compensation for their services as officers or directors. Board of Directors' members may be reimbursed for expenses of attending meetings. This section shall not be construed to preclude any Board of Directors' member from serving the Corporation in any other capacity and receiving compensation thereof.

## **ARTICLE VIII. Elections of the Board of Directors**

Section 1. Elections. The Board of Directors shall be elected by the members of the Corporation using an electronic ballot prior to installment at the Annual Meeting of the Members in accordance with procedures determined by the Board of Directors. Candidates for the Board, including for elected Officer or Director at Large positions, will be presented by the Nominations Committee to the members for election by ballot. The Nominations Committee will issue a call for nominations to all members that includes a description of positions, qualifications and any pre-requisites for positions, and written instructions regarding the process for nomination. The Nominations Committee shall select one candidate for each position. The person holding the position of Vice Chair shall, unless the individual declines the nomination, automatically become the candidate for Chair of the next term's slate. The official ballot will include options for write-in candidates for each office. Votes can be cast for any person who is eligible for election regardless of whether that person has been nominated. The ballot or accompanying materials will contain instructions for voting, the date on which voting shall begin and end, and information regarding each candidate seeking election. Candidates receiving a majority of the votes cast for the position will be elected. In the event of a tie for any position, a

run-off election between the tied candidates will be held to determine the election for that office. Each Board member shall be a WTS member in good standing and shall hold office until a successor has been duly elected and qualified. The term of office of an elected Officer or Director at Large is two years.

Section 2.     Term Limits. An elected Officer may serve a maximum of one (1) term in any one elected Officer position. A Director at Large may serve a maximum of two (2) terms consecutively in Director at Large position. Regardless of the position on the Board, a member will serve no more than 10 years on the Board.

## **ARTICLE IX.     Officers**

Section 1.     Officers. The elected Officers of the Corporation are the Chair, Vice Chair, Secretary, and the Treasurer. The President/CEO shall be an Officer of the Corporation appointed by the Board of Directors

Section 2.     Eligibility. With the exception of the President/CEO, Officers of the Corporation must hold a membership as a regular, public sector or executive leader. No person may hold more than one Officer position at the same time.

Section 3.     Chair. The Chair shall be the Chair of the Board of Directors and shall preside at all meetings of the members and of the Board of Directors. The Chair is an ex-officio member of all committees, except the Nominations Committee. The Chair oversees implementation of corporate and organizational policies and leads the Board of Directors in ensuring that all organizational entities act in accordance with the overall strategic objectives of WTS. The Chair appoints volunteers to key leadership positions, including chairs of committees and task forces, at the approval of the Board, to carry out the work of the Corporation.

Section 4.     Vice Chair. The Vice Chair shall preside in the absence of the Chair or in the event the Chair is unable or refuses to act. When so acting, the Vice Chair shall have all powers of and be subject to all the restrictions upon the Chair. The Vice Chair prepares to assume the office of Chair; assists the Chair in the execution of duties; and shall perform such other duties as may be assigned by the Chair and by the Board of Directors.

Section 5.     Secretary. The Secretary is responsible as the official corporate secretary to be the custodian of the Corporation's records. The Secretary shall keep the minutes of the meetings of the Board of Directors; ensure that minutes of meetings are properly recorded, distributed and approved and that all official actions of the Board are documented; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; and perform other duties as may be assigned by the Chair or by the Board of Directors. The Secretary may designate a staff member to assist in the fulfillment of their duties.

Section 6.     Treasurer. The Treasurer shall be the financial officer of the Corporation. The Treasurer is responsible for the financial affairs of the Corporation, overseeing that the financial operations meet appropriate legal and audit standards and that the organization is in compliance

with all required legal and regulatory requirements governing tax filings and financial reporting. The Treasurer shall present the annual budget, financial reports, and annual report each fiscal year; and shall perform other duties as may be assigned by the Chair or by the Board of Directors. The Treasurer may designate a staff member to assist in the fulfillment of their duties.

Section 7. President/CEO. The President/CEO, employed by the Board of Directors, will have general and active management of the business and affairs of the Corporation, subject to WTS policies and procedures. (The President/CEO has the right to attend and participate at all meetings of the Board as a guest of the Board, except when the board enters executive session, but shall have no voting rights. The President/CEO implements the vision and mission of WTS as directed by the Board of Directors. In addition, the President/CEO will see that all orders and resolutions of the Board are carried into effect. The President/CEO will perform such other duties and have such other authority and power as the Board of Directors may prescribe. In the absence of a President/CEO, the Chair shall be responsible for the management of the Corporation.

## **ARTICLE X. Notice and Frequency of Board Meetings**

Section 1 Meetings. The Board shall hold regular meetings to transact any business within its powers. The date, time and place of the regular meetings of the Board shall be set by the Chair. The Secretary shall send notice of the date, time and place of each meeting to the members of the Board no less than five (5) days prior to the date set for each such meeting by electronic communications.

- (a) Meetings of the Board shall be held at such intervals as may be determined appropriate by the Board but not less frequently than quarterly in a calendar year. These meetings shall be attended in person or by electronic communications. Additional meetings shall be held at such intervals as may be determined appropriate by the Board in between quarterly meetings.
- (b) Failure to hold quarterly meetings shall not invalidate the Corporation's existence or affect any otherwise valid corporate acts.
- (c) All regular meetings of the Board shall be called by the Secretary at the direction of the Chair, Vice Chair, or, if the Chair and Vice Chair are absent or are unable or refuse to act, by any three (3) Directors.
- (d) Written notice of the time and place of each regular meeting of the Board shall be delivered to each member of the Board by electronic communications at least five (5) days before each meeting. If the current electronic address of a member of the Board is not shown on the records of the Corporation, and is not readily ascertainable, such notice shall be provided by other means authorized by law as carried in the records of the Corporation.

Section 2. Special Meetings. Special meetings of the Board may be called by: (a) the Chair, Vice Chair, or (b) any two (2) Directors. A notice shall be given to each Board member of the

time, place and purpose of each special meeting at least forty-eight (48) hours prior to the convening of such a meeting by electronic communications. If the current electronic address of a member of the Board is not shown on the records of the Corporation, and is not readily ascertainable, such notice shall be provided by other means authorized by law as carried in the records of the Corporation.

**Section 3. Waiver of Meeting Notice.** The transaction of any business at a special meeting of the Board that does not satisfy the notice requirements set forth above shall be deemed valid if a quorum is present and if, either before or after the meeting, each of the members of the Board not present at such meeting signs a written waiver of notice, a consent to the holding of the meeting or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the records of the corporation and made a part of the minutes of the meeting by the Secretary of the Board.

## **ARTICLE XI. Committees**

**Section 1. Executive Committee.** An Executive Committee, consisting of the Chair, Vice Chair, Secretary, Treasurer, and the Immediate Past Chair, may act in the place of the Board of Directors when authority is designated by the Board of Directors or in emergency matters where the Executive Committee action is subject to ratification by the Board at its next meeting. A majority of the Executive Committee in attendance at any meeting either in person or by electronic communications shall constitute a quorum.

**Section 2. Standing Advisory Committees.** There are five Standing Advisory Committees on the Board of Directors: 1) Audit 2) Equity|Diversity|Inclusion 3) Finance 4) Governance and 5) Nominations. The policy manual shall reference committee charters and responsibilities.

**Section 3. Formation.** The Board of Directors may designate and appoint one (1) or more committees, to carry out the management of tasks delegated to them. Committees shall exist for the duration of the term of the Board of Directors which appointed them. Ad hoc committees or task forces shall exist until the completion of their appointed tasks or through the end of the term of the Board which appointed them, whichever occurs earlier. Committees shall be primarily comprised of WTS members.

**Section 4. Appointment.** The Chair of the Board shall appoint the chairs of committees and task forces at the approval of the Board. Members of committees shall be appointed by the Chair of the Board or the Committee Chair. Committee Chairs shall be members of the Corporation.

**Section 5. Vacancies.** Vacancies in the chair or committee member may be filled by the same manner the position was initially filled.

**Section 6. Quorum and Manner of Acting.** A majority of the members of a committee present at any meeting either in person or by electronic communications shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee. The business of the committee with respect to



adoption of motions presented shall be in accordance with the WTS Bylaws, Roberts Rules of Order, Newly Revised 12<sup>th</sup> edition, for committees and WTS Policies and Procedures. Deliberation of issues affecting the organization may be carried on by alternative methods consistent with these bylaws and at the discretion of the committee chair.

Section 7. Meetings. Committees may select the number and times of meetings. Meetings shall be called by the committee chair or by any two members of the committee. Committee chairs or a member of the WTS Staff shall notify committee members of the day, hour and place of meetings and shall notify members of the agenda items to be discussed or acted upon by electronic communications.

## **ARTICLE XII. Chapters**

Section 1. Organization. Members may organize and maintain a Chapter with the approval of the Board of Directors and upon meeting the minimum requirements set forth by the Board of Directors and may be subject to execution of a professional Chapter Agreement. The Board of Directors may organize Chapters on its own initiative.

Section 2. Annual Report. Each chapter shall submit annually a report of its activities and financial affairs to its members and to the Board of Directors. If that report is deemed unsatisfactory by the Board of Directors or if the Board of Directors determines that a chapter is not in compliance with the Chapter requirements of these bylaws, no Chapter dues shall be returned to the Chapter until such deficiencies are corrected.

Section 3. Dissolution. In the event that a chapter does not meet the requirements for Chapter status and/or does not conduct its affairs in compliance with current WTS Policies, the Board of Directors may initiate a process of dissolution to remove Chapter status from the group. Such process shall include identifying the issues of non-compliance in writing to the Chapter's board of directors on record and providing for notice of 60 days in which to comply with the requirements and policies. In the event of either no response to such notice or non-compliance with the requirements and policies within the stated period of notice, the Board of Directors will notify the Chapter of the Board's pending action to dissolve the Chapter and will conduct a vote of the Board to take such action. The Board will then send written notice to the Chapter board of its resolution.

Section 4. Affiliates. The Board of Directors shall have the authority to recognize as affiliates, groups which have objectives similar to WTS. These affiliates may be accorded such organizational and financial status as deemed appropriate by the Board of Directors in each individual case. Concurrent membership in WTS may be granted to the memberships of such groups.

## **ARTICLE XIII. Inspection of Books and Records**

Section 1. Member's Right of Inspection. All books and records of the Corporation may be inspected by any member having voting rights, or the member's agent or attorney, provided the

member presents a proper purpose for making the request and exercises the right of inspection during the Corporation's normal business hours.

Section 2.     Board Member's Right of Inspection. Members of the Board may inspect and copy the books, records and documents of the Corporation at any reasonable time to the extent reasonably related to the performance of the Board member's duties as an Officer or Director at Large.

#### **ARTICLE XIV.     Indemnification**

Section 1.     General. The Corporation shall indemnify: (1) any individual who is a present or former Officer or member of the Board of Directors of the Corporation; or (2) any individual who serves or has served in another corporation, partnership, joint venture, trust, employee benefit plan or any other enterprise as a director of officer, or as a partner or trustee of such partnership or employee benefit plan, at the request of the Corporation and who by reason of service in that capacity was, is or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, to the full extent permitted under the District of Columbia Nonprofit Corporation Act. The Corporation may, with the approval of the Board, provide such indemnification for any employee or agent of the Corporation.

Section 2.     Advancement of Expenses. Reasonable expenses incurred by an Officer or member of the Board of Directors who is, or is threatened to be made, a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, may be paid or reimbursed by the Corporation, upon the approval of the Board, for the costs and expenses incurred by such person in connection with such proceeding in advance of the final disposition of the proceeding upon receipt by the Corporation of: (1) a written affirmation by the party seeking indemnification that he or she has a good faith belief that the standard of conduct necessary for indemnification by the Corporation as authorized herein has been met; and (2) a written undertaking by or on behalf of the party seeking indemnification to repay the amount if it shall ultimately be determined that the standard of conduct has not been met.

Section 3.     Exclusivity. The rights of indemnification and advancement of expenses provided by these Bylaws shall not be deemed exclusive of any other rights to which a person seeking indemnification or advancement of expenses may be entitled under any law (common or statutory) or agreement, both as to action in his or her official capacity and as to action in another capacity while holding office or while employed by or acting as agent for the Corporation, and such rights shall continue in respect of all events occurring while a person was a Director or Officer and shall inure to the benefit of the estate, heirs, executors and administrators of such person. All rights to indemnification and advancement of expenses under the Articles of Incorporation or these Bylaws shall be deemed to be a contract between the Corporation and each Director or Officer of the Corporation who serves or served in such capacity at any time while this Section 3 is in effect. Nothing herein shall prevent the amendment

of this Article, provided that no such amendment shall diminish the rights of any person hereunder with respect to events occurring or claims made before its adoption or as to claims made after its adoption in respect of events occurring before its adoption. Any repeal or modification of this Article shall not in any way diminish any rights to indemnification or advancement of expenses of such Director or Officer or the obligations of the Corporation arising hereunder with respect to events occurring, or claims made, while this Article or any provision hereof, is in force.

Section 4.     No Contractual Liability. No individual shall be individually or jointly and severally liable for the contractual obligations or debts of the Corporation by virtue of having served as a Director or Officer of the Corporation.

#### **ARTICLE XV.     Conflicts of Interest**

Section 1.     Full Disclosure. Any member of Board of Directors, employee or committee member having an interest in a contract or other transaction with the Corporation shall disclose such interest to the Board, or a proper committee thereof, for consideration, authorization, approval, or ratification and shall make a prompt, full and frank disclosure of the person's interest to the Board or committee prior to its acting on such contract or transaction. Such disclosure shall include any relevant and material facts, known to such person, about the contract or transaction which might reasonably be construed to be adverse or potentially adverse to the Corporation's interests.

Section 2.     Procedure. The Board, or the proper committee thereof to which such disclosure is made, shall thereupon determine, by majority vote, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict is deemed to exist, such person shall not vote on, nor use personal influence on, nor participate (other than to present factual information or to respond to questions) in the discussions or deliberations with respect to such contract or transaction. Such person may be counted in determining the existence of a quorum at any meeting where the contract or transaction is under discussion or is being voted upon. The minutes of the meeting shall reflect the disclosure made, the vote thereon and, where applicable, the abstention from voting and participation, and that a quorum was present.

Section 3.     Policies. The Board may adopt conflict of interest policies requiring:

- (a) regular annual statements from members of the Board of Directors, employee(s) or committee members that disclose existing and potential conflicts of interest; and
- (b) corrective and disciplinary actions with respect to transgressions of such policies.

Section 4.     Interested Parties. For purposes of this Article, a person shall be deemed to have an "interest" in a contract or other transaction if the person is the party (or one of the parties) contracting or dealing with the Corporation, or is a director, trustee or officer of, or has a

significant financial or influential interest in, the entity contracting or dealing with the Corporation other than corporations, partnerships, joint ventures, or other entities owned, controlled, or managed by the Corporation. Simultaneous service as an officer, director or member of a WTS Chapter Board or Region Council ~~or a competing organization board member~~ shall constitute a conflict of interest for any Officer or Director of WTS.

**ARTICLE XVI. Amendments**

A member of the Board or a member of the Corporation may propose new, amended, changes, updates or edits to these Bylaws and such new, amended, changes, updates, or edits to these bylaws may be adopted by a 66% majority of the voting members of the membership at which a quorum is attained.

**ARTICLE XVII. Rules of Procedure**

The Board of Directors may establish rules that are consistent with these Bylaws for the policies, procedures and programs of the Corporation. The business of the Corporation with respect to adoption of motions presented to the membership or to the Board of Directors shall be conducted in accordance with the most recent edition of Robert's Rules of Order, Newly Revised 12<sup>th</sup> edition. Deliberation of issues affecting the organization may be carried on by alternative methods consistent with these bylaws and at the discretion of the Chair.

**APPROVED BY THE WTS MEMBERSHIP**

DATE: May 16, 2022